

MIRIAM R. HILL, ESQ.

A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY
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PRIVILEGED AND CONFIDENTIAL

November 16, 2018

Ocean Highway and Port Authority, Nassau County
86130 License Road #9
Fernandina Beach, Florida 32034

VIA EMAIL: ohpanc@gmail.com

Re: Engagement – Interim General Counsel

Dear Chairman:

Thank you for retaining Miriam R. Hill, Esq., PLLC to represent the Ocean Highway and Port Authority, Nassau County, an independent special district (OHPA) as interim general counsel. Tasks include attending publicly-noticed meetings of the OHPA Board of Commissioners and advising OHPA regarding compliance with its charter, its rules of procedure, the laws of the state of Florida and local regulations pertaining to OHPA operations and activities.

The Firm agrees to provide the above services at an hourly rate of \$225.00 per hour for the first eight (8) hours, and \$275.00 per hour for all time in excess of eight (8) hours. I will notify the board in writing when the 8-hour limit has been reached.

I invoice for time monthly, on the ___ of the month. I will include on the invoice any expenses incurred on your behalf, but not without your prior consent. I have not been engaged to provide any services not listed above. I will notify you promptly of any occurrence that may impact my fees.

The engagement shall commence on November 19, 2018, and will continue for a period of three months ending on February 19, 2019, unless earlier terminated in writing. If you wish to extend the engagement beyond three months, the engagement may be extended under a new fee structure if desired and agreed upon by both parties in writing. Failure to timely pay fees may result in termination of the engagement. Fees unpaid and outstanding 30 days from the date of invoice will bear interest at a rate of 10% per annum. OHPA agrees to reimburse the Firm for costs related to collections of unpaid legal fees, including reasonable attorneys' fees.

I have not been engaged to provide advice to individual board members, agents, staff or employees of OHPA.

This representation is limited to the services, parties and matters outlined and agreed upon herein, and does not extend to other individuals or entities or to other matters,

unless specifically requested by you and memorialized by separate engagement letter. This agreement may only be amended in writing, signed by both parties.

If the terms described above are satisfactory, please so indicate by signing and returning this letter electronically or by U.S. Mail. Thank you for selecting my firm for these services. I am very happy to represent the Ocean Highway and Port Authority, Nassau County.

Sincerely,



Miriam R. Hill
Miriam R. Hill Esq., PLLC

Adopted and accepted at a meeting on November ____, 2018 of the Board of Commissioners of the Ocean Highway and Port Authority, Nassau County.

By: _____

Name: _____

Title: Chairman

APPROVED AS TO FORM AND LEGALITY:

By: _____

Clyde Davis, OHPA Attorney through November 19, 2018